#139531

CORPORATE WARRANTY DEED

KNOW ALL MEN BY THESE PRESENTS: THAT THE CINCINNATI GAS & ELECTRIC COMPANY, a corporation organized and existing under the laws of the State of Ohio ("Grantor"), for and in consideration of One Dollar (\$1.00) and other good and valuable considerations paid by THE UNION LIGHT, HEAT AND POWER COMPANY, a Kentucky corporation organized and existing under the laws of the Commonwealth of Kentucky ("Grantee"), whose tax-mailing address is 1000 East Main Street, Plainfield, Indiana 46168, does hereby Grant, Bargain, Sell and Convey to the said THE UNION LIGHT, HEAT AND POWER COMPANY, its successors and assigns forever, the following described real estate in the Woodsdale Generating Station ("REAL ESTATE"):

Situate in Sections 17 and 18, Town 1, Range 4, Madison Township, Butler County, Ohio and being more particularly described as follows:

Beginning at an existing stone at the Northeast corner of Section 18; Thence South 72°52'04" East, 500.94 feet to a concrete monument, passing a concrete monument on-line at 5.00 feet;

Thence South 00°05'37" West, 2563.89 feet to an existing iron pin in the South right-of-way line of Woodsdale Road, passing concrete monuments on-line at 855.00 feet, 1708.89 feet and 2513.88 feet;

Thence, along the south right-of-way of Woodsdale Road, the following courses and distances:

South 88°55'54" West, 826.16 feet to an existing iron pin; South 74°22'54" West, 376.28 feet;

Thence, along the lines of Metro Parks of Butler County, Ohio, the following courses and distances:

North 47°51'07" West, 436.02 feet to an existing iron pin, passing an iron pin on-line at

North 40°30'00" East, 323.89 feet to an existing iron pin;

North 00°07'00" East, 285.05 feet to an existing iron pin;

North 87°49'00" West, 131.71 feet to an existing iron pin;

South 65°38'09" West, 749.34 feet to an existing iron pin;

South 00°02'02" East, 1030.64 feet to the south right-of-way of Woodsdale Road

iron pin on-line at 972.04 feet;

Thence, along the south right-of-way of Woodsdale Road, the following courses and distacce

South 58°31'54" West, 129.53 feet;

South 32°56'54" West, 741.67 feet to an existing iron pin;

South 47°16'24" West, 491.61 feet to an existing iron pin;

been examined and the grantor has



VOODSDALE #130531

South 78°49'24" West, 262.12 feet; Thence North 00°08'36" West 25.47 feet to a point in the centerline of Woodsdale Road;

Thence, along said centerline, South 81°11'02" West, 358.32 feet;

Thence, continuing along said centerline, South 71°03'19" West, 310.53 feet;

Thence North 00°20'12" West, 1760.04 feet to a concrete monument, passing a concrete monument online at 26.38 feet;

Thence South 89°37'27" East, 164.34 feet to a concrete monument;

Thence North 00°04'47" East, 1185.45 feet to a concrete monument, passing a concrete monument online at 924.00 feet;

Thence South 89°55'13" East, 1134.78 feet to an existing concrete monument, passing concrete monuments on-line at 470.04 feet and 1129.78 feet;

Thence North 00°13'19" East, 1597.17 feet to an existing iron pin in the North line of Section 18, passing concrete monuments on-line at 5.00 feet, 797.17 feet and 1592.17 feet;

Thence, along the North line of said Section 18, North 89°54'05" East, 813.47 feet an iron pin and cap set;

Thence, along new lines of division, the following courses and distances:

South 00°16'01" East, 545.52 feet to a spike set, passing a set Mag nail on-line at 396.45 feet;

North 89°57'19" East, 346.33 feet to a Mag nail set;

North 01°22'06" West, 148.86 feet to a Mag nail set;

North 89°48'01" East, 322.81 feet to a Mag nail set;

South 00°14'50" East, 128.86 feet;

South 34°31'44" West, 56.58 feet to a spike set;

South 00°11'32" East, 468.69 feet to a Mag nail set;

North 89°59'26" East, 503.44 feet to a Mag nail set;

North 00°18'33" East, 1041.37 feet to an iron pin and cap set in the North line of Section 18;

Thence, along the North line of said Section 18, North 89°54'05" East, 162.52 feet to the point of beginning.

Containing 29.037 acres in Section 17 and 192.221 acres in Section 18.

The above description is the result of a field survey performed in January, 2005 under the direct supervision of Edward J. Schwegman, Registered Land Surveyor No. 6868, State of Ohio.

VOLUME 49 PAGE 117
BUTLER COUNTY ENGINEER
LAND
RECORD OF SURVEYS



WOODSDALE #139531

subject to all covenants, restrictions, reservations, easements, conditions, and rights appearing of record, and all the Estate, Right, Title and Interest of said Grantor in and to said premises; To Have and To Hold the same, with all the privileges and appurtenances thereunto belonging, to said Grantee, its successors and assigns forever; and THE CINCINNATI GAS & ELECTRIC COMPANY does hereby Covenant and Warrant that the title so conveyed is Clear, Free and Unencumbered, except as otherwise set forth herein, and that it will Defend the same against all lawful claims of all persons whomsoever.

Grantor shall be responsible for the real estate taxes, which are due and payable up to the date of this Deed. Grantee shall be responsible for the real estate taxes, which become due and payable on the date of this Deed and thereafter; and for any real estate assessments, which become due and payable on and after the date of this Deed.

The undersigned person executing this Deed on behalf of Grantor represents and certifies that he is a duly elected officer of Grantor and has been fully empowered, by proper resolution of the Board of Directors of Grantor, to execute and deliver this Deed; that Grantor has full corporate capacity to convey the Real Estate described herein; and that all necessary corporate action for the making of such conveyance has been taken and done.

Signed and acknowledged in the presence of:

THE CINCINNATI GAS & ELECTRIC COMPANY

Its Executive Vice President

STATE OF OHIO

OF OHIO)

COUNTY OF HAMILTON

SS:

Before me, a Notary Public in and for said State, personally appeared WChael J. Cyrus, the EXECUTIVE VICE PRESIDENT of THE CINCINNATI GAS & ELECTRIC COMPANY, the corporation that executed the foregoing instrument, who acknowledged the signing thereof to be his voluntary act and deed for and on behalf of said corporation and by authority of its Board of Directors.



WOODSDALE #139531

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my Notarial Seal, on this 25 day of January, 2006.

Signature of Notary

Printed Name of Notary

Commission Expiration Date of Notary

DOROTHY KIM CORBETT, Attorney at Low Notary Public, State of Ohio My Commission has no expiration data. Section 147.03

This instrument prepared by: Janice L. Walker Attorney at Law 139 East Fourth Street Cincinnati, OH 45202 (513) 287-2644